

**BY LAWS OF
Wisconsin Health and Physical Education, Inc.**

(approved 4/76)

(revised 10/89,1/91,10/93,10/94,10/95,10/96,12/96, 12/98, 10/99, 4/00, 7/07, 7/11, 5/12, 4/13, 7/15)

7/1/17

ARTICLE I

Name

The name of the organization shall be Wisconsin Health and Physical Education, Inc.

ARTICLE II

Organization

Section 1: Wisconsin Health and Physical Education, Inc. (hereinafter referred to as the "WHPE") is incorporated under the laws of the State of Wisconsin pursuant to Articles of Incorporation filed on October, 1976.

Section 2: For purposes of organization, the state shall be divided into 5 regional districts: Southeast (CESA 1,2), Southwest (CESA 3,4), Central (CESA 5,6,7), Northeast (CESA 8,9) Northwest (CESA 10,11,12).

Section 3: The Association, Inc. shall be organized into five (5) divisions: Elementary, Middle, High School, College/University, and Future Professionals.

ARTICLE III

Purposes

The purposes of WHPE shall be:

1. To support, encourage and provide guidance for personnel throughout the state as they seek to develop and conduct school and community programs in health education, physical education, recreation, dance and sports and athletics based upon the needs, interests and inherent capacities of the individual and of the society of which s/he is a part.
2. To facilitate cooperation among these fields of education to further their ultimate and mutual improvement.
3. To improve the effectiveness of health and physical education in the promotion of human welfare.
4. To increase public understanding and appreciation of the importance and value of each of the related fields as they each and jointly contribute to human welfare.
5. To encourage and facilitate research which will enrich the depth and scope of each of the related fields and to disseminate the findings widely throughout the profession.
6. To further the continuous evaluation of professional standards for personnel and programs, as necessary to assure the improvement of education.
7. To hold such state conventions and to sponsor such conferences, institutes and other meetings as will make effective the work of the organization; and to coordinate with the activities of local organizations.
8. To produce and distribute publications of educational value to persons within the profession
9. To cooperate with other professional groups with similar interests for the ultimate development of allied fields.
10. To conduct such other activities as shall be approved by the Board of Directors.

Provided that WHPE, Inc. shall not have any purpose or engage in any activity which would be inconsistent with the status of an educational and charitable organization as defined in Section 501 (c) (3) of the Internal Revenue Code of 1954 or any successor provision thereto, and none of the said purposes shall at any time be deemed nor construed to be other than the public benefit purposes and objectives consistent with such educational and charitable status.

ARTICLE IV

Governance

Section 1: The governing organization of WHPE, Inc. shall include the following units: Board of Directors, Executive Committee, duly elected officers and committees legally constituted as provided in these Bylaws.

Section 2: Board of Directors shall effect all changes in the Articles of Incorporation and Bylaws, and initiate such business as it deems desirable.

Section 3: The Board of Directors shall initiate and transact all business necessary for the administration of WHPE. The

Board of Directors shall review and approve budgets, policies and activities of WHPE divisions, districts and any other substructures within WHPE.

Section 4: The Executive Committee shall serve to preview any special, unusual and/or emergency business of WHPE, Inc. and make recommendations and/or initiate motions to the Board of Directors so they can more appropriately and effectively conduct the business of WHPE, Inc.

Section 5: WHPE, Inc. shall be governed by these Bylaws.

Section 6: Operating codes shall govern the conduct of the Board of Directors, the Executive Committee, the Standing Committees and special appointments of WHPE, Inc.

Section 7: The operating codes shall be presented to the Board of Directors for approval.

ARTICLE V

Membership

- Section 1: All persons professionally engaged in health education, physical education, recreation education, dance education or sports and athletics and those provided for in Sections 2, 3, 4, 5, 6 and 7 are eligible for membership in WHPE, Inc.
- Section 2: Professional members shall be those who are professionally engaged in one or more of the various aspects of health education, physical education, recreation, dance or sports and athletics.
- Section 3: Associate members shall be those persons paying the membership fee who are not directly/professionally engaged in the areas of concern of this association, but who are interested in the support of these programs.
- Section 4: Future Professional members shall be undergraduate students attending institutions of higher education who are preparing for vocations in health, physical education, recreation, dance and/or coaching.
- Section 5: Contributing memberships are available to selected commercial firms for an annual membership fee established by the Board of Directors.
- Section 6: The annual dues for professional, future professional and associate membership shall be established by the Board of Directors. The membership is current one year from the date of receipt or in the case of a lapsed membership, one year from the expiration date.

ARTICLE VI

Board of Directors

- Section 1: The Board of Directors shall consist of the following voting officers: the president, president-elect, division vice presidents, district coordinators, executive director unless a secretary is elected, the treasurer, a past-president, the member at large and the immediate past president. Fifty percent or more of the voting membership of the Board of Directors present in person shall constitute a quorum for the transaction of business. When a secretary is elected the executive director is ex-officio to the Board of Directors. The Board of Directors shall also include several non-voting members. The non-voting members are the parliamentarian, committee chairs, and liaisons from affiliated organizations. Non-voting members may propose issues and participate in deliberation but may not introduce a motion.
- Section 2: The Executive Committee of the Board of Directors shall consist of the president (who shall serve as chairperson), president-elect, immediate past president, treasurer, the member at large, and when appropriate the Secretary as voting members and a past-president. This body shall serve to preview any special, unusual and/or emergency business of the Association and make recommendations and/or initiate motions to the Board of Directors so they can more appropriately and effectively conduct the business of the Association. This body shall serve as the Budget Committee with the immediate past-president serving as chairperson.
- Section 3: No member of the Board of Directors shall carry the responsibility of more than one position on the Board. When the duties of two positions fall on one person, the president shall appoint a person to fill one of the positions as provided in Article VI, Section 10.
- Section 4: When a vacancy occurs on the Board of Directors, except in the case as provided in Article VI, Section 10 and in Article IX, Section 2, it shall be filled by an appointee of the president, with the approval of the Board of Directors. In the case of the death or resignation of the immediate past president, the president shall request that, in sequence of recency, a past president fill the office.
- Section 5: When a division vice president or district coordinator is unable to attend a Board of Directors meeting, the past or elect vice president/coordinator may be appointed to serve as a proxy.
- Section 6: The Board of Directors shall be responsible for the finances of the Association, Inc. and has the power to allocate funds for the appropriate conduct of the affairs of the Association, Inc.
- Section 7: It shall be the duty of the Board of Directors to initiate and transact all business necessary for the conduct of the Association, Inc. as is referred by or specified by the Bylaws.
- Section 8: Meetings of the Board of Directors shall be held in conjunction with the annual convention, and as scheduled by the President.
- Section 9: The Board of Directors may, by a two-thirds majority vote, accept or dissolve any division.
- Section 10: The meetings of the Board of Directors are open to all members. Any member may address the Board of Directors by submitting a request to the president.

ARTICLE VII

Officers

- Section 1: Prospective officers must be Association members for 2 years before being elected. Officers shall serve for one year or until their successors are elected unless otherwise provided in the Bylaws.
- Section 2: The President shall serve for two years. The president shall act as chairperson of the Board of Directors the annual convention and the Executive Committee as herein before provided. The president shall appoint all members of the committees with the approval of the Board of Directors.
- Section 3: The president-elect shall act for the president in his/her absence and in case of death or resignation of the president, the president-elect shall succeed to the unexpired term. In conjunction with the president, the president-elect shall be responsible for coordinating the activities of the districts and the student division as they relate to the Association.
- Section 4: The immediate past president or president in his/her second year shall serve as chairperson of the convention committee as hereinafter provided, as chairperson of the Budget Committee as hereinafter provided and as chairperson of the Bylaws Committee. The past-president or president in his/her second year shall serve as the chairperson of the Nominating Committee. In the event of the death or resignation of the immediate past president, the president shall request, in sequence of past presidents to carry out the duties.
- Section 5: The treasurer shall serve for two years and may be elected to succeed her/himself. The treasurer shall work with the program manager and be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association, Inc. S/he shall be responsible for reports to the Board of Directors and an annual report to the membership.
- Section 6: The secretary shall be elected for a two year term, and may be elected for successive terms. The secretary shall have custody of all documents and papers of the Association, Inc. upon request of the president and/or the majority of the Board of Directors shall issue

calls for meetings, maintain and incorporate in permanent form a true record of all proceedings, and shall have any and all other powers and duties usually vested in a secretary. The terms of employment shall be stated in the contract.

Section 7: The Past-Past President shall serve a two year term the same years as the President. The Past-Past President shall be appointed by the President and must be a former WHPE President. This person is to serve as a mentor and give guidance to the president. S/he will be a voting member for the Executive Committee and Board of Directors.

Section 8: The member at large shall serve for two years on the Executive Committee. This position should be elected by the membership at the state convention to fill the space vacated when there is no Past-President or President-Elect.

ARTICLE VIII

Election of Officers

Section 1: All officers shall be nominated by the nominating committee which shall consist of the coordinator from each district (5), the vice-presidents (5) of each division and the past-president or president in his/her second year who shall serve as chairperson. The privilege of sending names of candidates for office to the nominating committee shall be open to all active members of the Association, Inc., including members of the nominating committee. Notification of this privilege, along with the chairperson's name and address shall appear in an issue of the Newsletter. It is suggested that persons recommending candidates shall obtain the consent of the candidates before proposing them for office.

Section 2: All candidates for the Board of Directors must be members of the Association, Inc. at the time of their nomination and if elected, shall remain a member to continue in office. All other candidates for office are to be members at the time of the election and if elected shall remain a member to continue in office.

Section 3: The incoming president-elect shall be elected by the membership at the first general session of the annual state convention. In case a vacancy occurs in this office the president, with the approval of the Board of Directors, shall name an interim appointee, who shall serve as president-elect until an election can be conducted either by a mail vote or a meeting of the Board of Directors. The current president-elect shall automatically succeed to the office of the president at the beginning of the first meeting of the new Board of Directors at the annual state convention.

Section 4: The incoming vice presidents-elect for each of the divisions shall be elected in even years during the annual state convention. The current vice presidents-elect shall automatically succeed to the office of vice president at the conclusion of the first meeting of the new Board of Directors at the annual state convention.

Section 4.a The incoming district coordinator elects shall be elected during odd years during the annual state convention. The current district coordinator-elect shall automatically succeed to the office of district coordinator at the conclusion of the first meeting of the Board of Directors.

Section 5: The secretary, if elected, and treasurer shall be elected by the membership at the annual state convention. The secretary shall be elected in odd years and the treasurer shall be elected in even years. The office is assumed at the conclusion of the first meeting of the new Board of Directors at the annual convention.

Section 6: Nominees for any office shall be contacted and shall give written consent to serve if elected. A candidate nominated from the floor must meet qualifications for the right to hold office as may be hereinbefore and hereinafter provided and, in addition, a statement of consent will be communicated to the secretary at the time of nomination.

Section 7: No person shall hold more than one elective office at the same time.

Section 8: An officer of the Association, Inc. may be removed for non-performance of duties as specified by the respective operating code by a two-thirds vote of the Board of Directors at a regularly constituted meeting.

ARTICLE IX

Divisions

Section 1: The Association, Inc. shall include the following divisions: 1) Elementary School 2) Middle School 3) High School, 4) Colleges/University, 5) Future Professionals, and 6) Adapted Physical Education.

Section 2: The purpose of the division is to serve the needs and interests of members who identify with the special area which the division represents. Projects will be initiated and carried on throughout the year and programs will be organized for and conducted at the state convention and/or district workshops.

Section 3: The six (6) vice presidents will serve as chairpersons of the appropriate divisions. Each of the vice presidents will represent their respective divisions on the Board of Directors. They shall assume responsibility for division projects and coordinate with other divisions in joint efforts.

Section 4: The division vice president shall assume responsibility of developing and coordinating the convention programs of the divisions.

Section 5: Division vice presidents-elect shall have responsibility for communication and activities with each district through elected district officers.

Section 6: Each division shall provide strength in division activities through planned leadership and utilization of resources within and between the divisions. Division officers are composed of its vice president and vice president-elect The division officers shall serve on the Convention Program Planning Committee.

Section 7: Only student members may hold offices in the Future Professionals Division. Only student members have voting privileges in Future Professionals Division meetings.

ARTICLE X

Committees

Section 1: There shall be Standing Committees and Ad Hoc Committees.

Section 2: The standing committees are established by the Bylaws and members are appointed by the president with the approval of the Board of Directors. They are responsible to the president and the Board of Directors for their activities and reports made in connection with same.

Standing Committees are: Awards; Bylaws; Convention Planning; Nominating; Jump rope for Heart/Hoops for Heart Task Force, Legislative Affairs/Public Relations; Technology, WHPE Grants. Standing committees shall be constituted to perform continuing functions and shall be governed by their operating codes. Membership on these committees shall be rotating three year terms as set forth in the operating codes.

Section 3: Ad Hoc Committees may be appointed by the president for specific responsibilities in connection with the conduct of the office, business of the Board of Directors. Such committees are responsible to the president. At the completion of the specific task assigned to such committees a final report shall be given to the Board of Directors and the committee shall cease to exist.

ARTICLE XI

Special Presidential Appointments

Section 1: Special appointments may be recommended by the president. Such appointments can be recommended to expedite special responsibilities that are not within the province of any committee or other structure within the Association, Inc. and are assignments that can best be handled by individuals or committees with a particular expertise.

Section 2: All special appointments must receive approval of the Board of Directors and shall serve at the direction of the president unless the length of the term is specified at the time of appointment.

ARTICLE XII

Districts

Section 1: District associations shall be integral parts of WHPE, Inc. There shall be the following district associations: Central, Northeast, Northwest, Southeast, and Southwest. It shall be the duty of the Board of Directors to assign the CESA Districts to their respective WHPE Districts. The districts, their code name, and the CESA Districts included in each are:

Central: CESA District 5,6,7

Northeast: CESA Districts 8 & 9

Northwest: CESA Districts 10, 11, & 12

Southeast: CESA District 1,2 **Southwest:** CESA Districts 3 & 4

Any CESA District may request a transfer to another WHPE District providing the CESA District is contiguous to that WHPE District and providing that WHPE District approves the change. Any CESA District may request a division into two or more WHPE Districts. Requests for transfer to other WHPE Districts or for division of a CESA District into two or more WHPE Districts shall be submitted to the president who shall appoint a committee from the voting members of the Board of Directors to study the advisability of making the changes. The committee shall report its recommendation to the Board of Directors at a meeting held within a year of receipt of the request. Action on the request shall be taken by the Board of Directors

Section 2: The purposes and activities of the district shall be compatible with those of WHPE, Inc.

Section 3: Annually, or more frequently as may be required, each district association shall submit to the Board of Directors a report of its past and proposed activities including financial statements and detailed proposed budgets. The Board of Directors shall have the power to approve or veto in whole or in part any proposed activity or expenditure. Section 4: Each district will be provided an allocation as hereinafter provided in Article XVII, Section 4.

Section 5: Each district may form its own association, make its own constitution and or Bylaws, elect its own officers and manage its own affairs provided that Articles of Incorporation and Bylaws of WHPE, Inc. are not violated.

Section 6: District elections shall be held during the annual convention in odd years and will be for two year terms. The elected person serves two years as the Coordinator-Elect, then two years as Coordinator. The incoming Coordinator of the district becomes a member of the Board of Directors for two years with voting privileges.

Section 7: District association membership shall be those members described in Article V, Section 2 through 6 of the Wisconsin Health and Physical Education, Inc. in that district.

Section 8: The Board of Directors may accept or expel any district association by a two-thirds majority of the votes cast at an authorized meeting or a two-thirds majority of a mail vote of members of the Board, providing a quorum takes action. A district association may be expelled for violation of the Articles of Incorporation and Bylaws of the Association, Inc.

ARTICLE XIII

Conventions

Section 1: A state convention shall be held annually.

Section 2: The Convention Planning Committee shall be a committee which is formed annually and shall be composed of the president, the president-elect, the division vice presidents, the district coordinators, the immediate past president who shall serve as convention coordinator, and the personnel selected by the immediate past president to serve as convention manager, program coordinator, advertising/exhibits coordinator, publicity coordinator, hospitality coordinator and any other necessary personnel.

Section 3: The Convention Planning Handbook will serve as the operating code for the Convention Planning Committee.

Section 4: The Convention Program Planning Committee shall include: The division vice presidents, district coordinators, and the past president, who shall serve as Chairperson.

Section 5: Individuals attending a state convention shall pay registration fees as determined by the Board of Directors.

ARTICLE XIV

Publications

Section 1: The official publications shall be the "Wisconsin Health and Physical Education Newsletter" (herein after referred to as or Newsletter). The Newsletter shall be published by the Association, Inc. at least twice yearly and be sent without charge to all members.

Total investments may be spent from investment principal in one fiscal year.

ARTICLE XV

Finance

Section 1: The preparation of the budget is a function of the Executive committee (Article V, Section 2) to be approved by the Board of Directors.

Section 2: The Board of Directors shall decide the amount of money required to conduct the business of the Association, Inc. for the following year.

Section 3: The fiscal year shall extend from July 1 to June 30 inclusive.

Section 4: WHPE has long term investments that may be used to support the mission. However, no more than 20% of the total investment may be spent from investment principal in one fiscal year.

ARTICLE XVI

Use of Funds

Section 1: WHPE, Inc. shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of WHPE, Inc. Exceptions may be granted by the Board of directors to reimburse expenses incurred by members considered key and essential for WHPE events. On dissolution of WHPE, Inc, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XVII

Amendments

Section 1: Any member may propose an amendment to the Bylaws by sending a written statement of the proposed amendment to the president and/or secretary. The Board of Directors may also propose amendments in the same manner.

Section 2: The secretary or executive director shall submit the proposed amendment to the members of the Board of directors at least ten (10) days before the official meeting at which action on the suggested changes will be taken.

Section 3: Approval by two thirds of the Board of Directors present at an official meeting duly called in accordance with Article VI, Section 2 shall be required to amend or repeal these Bylaws.

Section 4: All amendments shall be published in the first or second issue of the Journal or Newsletter following their adoption. Section 5: No amendment may be effective until the beginning of the next fiscal year following its adoption.

ARTICLE XVIII

Rules of Order

Section 1: Questions of procedure shall be decided according to Robert's Rules of Order, Newly Revised, unless otherwise provided by these Bylaws.